

As AWS has certified above that it is not a foreign carrier and is not affiliated with a foreign carrier, AWS requests that the Commission treat it as non-dominant for purposes of this application.

(n) Certification Regarding Special Concessions¹⁹

By the signature below, AWS certifies that it has not agreed, and will not agree in future, to accept any direct or indirect special concessions from a foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route.

(o) Certification Regarding the Anti-Drug Abuse Act of 1988²⁰

By the signature below, AWS certifies that it is not subject to a denial of federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.²¹

(p) Streamlining²²

This application qualifies for streamlined processing under the Commission's rules because AWS is not affiliated with any foreign or dominant U.S. carrier, and because AWS does not seek authority to provide switched basic service over private lines to any country for which the Commission has not previously authorized such service.²³ AWS therefore requests such processing.

¹⁹ See 47 C.F.R. § 63.18(n).

²⁰ See 47 C.F.R. §§ 1.2001-1.2003, 63.18(o).

²¹ See 21 U.S.C. § 853(a).

²² See 47 C.F.R. § 63.18(p).

²³ See 47 C.F.R. § 63.12.

CONCLUSION

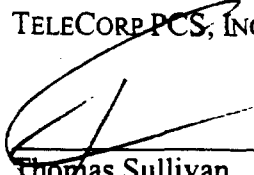
For the reasons stated above, the Commission should expeditiously grant a transfer of control of TPI's Section 214 authorization.

Eric W. DeSilva
WILEY REIN & FIELDING LLP
1776 K Street, NW
Washington, DC 20006
(202) 719-3182

Attorneys for TeleCorp PCS, Inc.

Respectfully submitted,

TELECORP PCS, INC.



Thomas Sullivan
Executive Vice President, CFO
TeleCorp PCS, Inc.

1010 N. Glebe Rd., Ste. 800
Arlington, VA 22201
(703) 236-1100

AT&T WIRELESS SERVICES, INC.

Douglas I. Brandon
Vice President

1150 Connecticut Ave., N.W., 4th Floor
Washington, D.C. 20036
(202) 223-9222

__ October 2001

CONCLUSION

For the reasons stated above, the Commission should expeditiously grant a transfer of control of TPI's Section 214 authorization.

Respectfully submitted,

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Vice President

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October 19, 2001

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

APPROVED BY OMB 3090-0089

(1) LOCKBOX # 358115

PAGE NO 1 OF 1

SPECIAL USE

FCC USE ONLY

SECTION A - PAYER INFORMATION

(2) PAYER NAME (If paying by credit card, enter name exactly as it appears on your card)

Wiley Rein & Fielding, LLP

(3) TOTAL AMOUNT PAID (dollars and cents)

\$ 815.00

(4) STREET ADDRESS LINE NO. 1

1776 K Street, N.W.

(5) STREET ADDRESS LINE NO. 2

(6) CITY

Washington

(7) STATE

DC

(8) ZIP CODE

20006

(9) DAYTIME TELEPHONE NUMBER (include area code)

202-719-7000

(10) COUNTRY CODE (if not in U.S.A.)

**IF PAYER NAME AND THE APPLICANT NAME ARE DIFFERENT, COMPLETE SECTION B
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C)**

SECTION B - APPLICANT INFORMATION

(11) APPLICANT NAME (If paying by credit card, enter name exactly as it appears on your card)

TeleCorp. PCS, Inc.

(12) STREET ADDRESS LINE NO. 1

1010 N. Glebe Road

(13) STREET ADDRESS LINE NO. 2

Suite 800

(14) CITY

Arlington

(15) STATE

VA

(16) ZIP CODE

22201

(17) DAYTIME TELEPHONE NUMBER (include area code)

703-236-1100

(18) COUNTRY CODE (if not in U.S.A.)

COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEETS (FORM 159-C)

SECTION C - PAYMENT INFORMATION

(19A) FCC CALL SIGN/OTHER ID

N/A

(20A) PAYMENT TYPE CODE (PTC)

C

U

T

(21A) QUANTITY

1

(22A) FEE DUE FOR (PTC) IN BLOCK 20A

\$ 815.00

FCC USE ONLY

(23A) FCC CODE 1

(24A) FCC CODE 2

(19B) FCC CALL SIGN/OTHER ID

(20B) PAYMENT TYPE CODE (PTC)

(21B) QUANTITY

(22B) FEE DUE FOR (PTC) IN BLOCK 20B

FCC USE ONLY

(23B) FCC CODE 1

(24B) FCC CODE 2

(19C) FCC CALL SIGN/OTHER ID

(20C) PAYMENT TYPE CODE (PTC)

(21C) QUANTITY

(22C) FEE DUE FOR (PTC) IN BLOCK 20C

FCC USE ONLY

(23C) FCC CODE 1

(24C) FCC CODE 2

(19D) FCC CALL SIGN/OTHER ID

(20D) PAYMENT TYPE CODE (PTC)

(21D) QUANTITY

(22D) FEE DUE FOR (PTC) IN BLOCK 20D

FCC USE ONLY

(23D) FCC CODE 1

(24D) FCC CODE 2

SECTION D - TAXPAYER INFORMATION (REQUIRED)

(25)

PAYER TIN

0 5 2 1 2 8 9 9 8 8

APPLICANT TIN

0 5 4 1 8 7 2 2 4 8

SECTION E - CERTIFICATION

(26) CERTIFICATION STATEMENT

I, Eric W. DeSilva

(PRINT NAME)

Certify under penalty of perjury that the foregoing and supporting information

are true and correct to the best of my knowledge, information and belief. SIGNATURE

Eric W. DeSilva

SECTION F - CREDIT CARD PAYMENT INFORMATION

(27)

MASTERCARD/VISA ACCOUNT NUMBER

EXPIRATION DATE

MASTERCARD

1 2 3 4 5 6 7 8 9 0 1 2 3 4 5 6 7 8 9 0

1 2 3 4 5 6 7 8 9 0

MONTH YEAR

VISA

I hereby authorize the FCC to charge my VISA or MASTERCARD
for the service(s) described on this form.

AUTHORIZED SIGNATURE

DATE

This check is GREEN

WILEY REIN & FIELDING LLP
1776 K Street, N.W.
Washington, DC
Operating Account

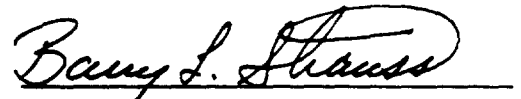
14333

Date	Amount
10/19/2001	*****815.0

Pay Eight Hundred Fifteen and 00/100 Dollars ONLY

**To the
Order of** FCC

Bank of America, N.A.
Washington, DC


(Two Signatures Required For Amounts Over \$1,000.00)

⑈ 143336 ⑈ ⑆054001204⑆ ⑈000003702987⑈

Attached is our check in full settlement of items shown hereon. If not correct, please return with explanation or call us at (202)719-7512.

No. 14333

Check Date 10/19/2001

FCC

Description	Date	Invoice No.	Amount of Invoice	Discount	Net
FILING FEE	10/19/2001		815.00	.00	815.00
				Total	815.00

Remittance Advice
Detach before depositing

WILEY REIN & FIELDING LLP
Operating Account



STAMP AND RETURN
Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C.

In the Matter of the Application of

TeleCorp Communications, Inc.
(Applicant)

TeleCorp PCS, Inc.
(Transferor)

and

AT&T Wireless Services, Inc.
(Transferee)

For Transfer of Control of Authorization
Pursuant to Section 214 of the
Communications Act of 1934, as Amended,
to Provide Global Facilities-Based and
Global Resale Services

FCC/MELLON OCT 19 2001

File No. _____

**APPLICATION FOR TRANSFER OF CONTROL
OF SECTION 214 AUTHORIZATION**

I. BACKGROUND

Pursuant to Section 214 of the Communications Act of 1934, TeleCorp Communications, Inc. ("TCI") hereby applies for authority to transfer control of a Section 214 authorization issued in TCI's name¹ to AT&T Wireless Services, Inc. ("AWS").

¹ Authorization No. ITC-214-19990305-00237 (granted 06/04/1999).

TCI is an indirect wholly-owned subsidiary of TeleCorp PCS, Inc. ("TPI"), a wireless telecommunications company that provides PCS service in 14 states across the country and in the Commonwealth of Puerto Rico. Currently, AWS owns 23% of TPI's issued and outstanding equity. AWS is a newly independent entrant in the telecommunications marketplace, having been split off from AT&T Corp. in July 2001. It primarily provides domestic wireless voice and data services and products in the 850 megahertz and 1900 megahertz markets.

Pursuant to an Agreement and Plan of Merger dated October 7, 2001, TPI intends to sell to AWS the 77% of TPI equity shares that AWS does not already own. TCI, as a wholly-owned subsidiary of TPI, therefore seeks approval to transfer control of its Section 214 authorization to provide global facilities-based and global resale services.

AWS intends to market intrastate, interstate, and international long-distance services to consumers seeking competitive international rates, thereby increasing the available international telecommunications choices. Grant of this Application can therefore be expected to result in more efficient and innovative international telecommunications offerings, lower prices, and better service for consumers, fostering greater competition in the market for international services.

A transfer of control of TCI's Section 214 authorization would clearly serve the public interest. TCI requests streamlined processing for this application.

II. COMPLIANCE WITH SECTION 63.18 OF THE COMMISSION'S RULES

In support of this transfer-of-control application, TPI and AWS—the transferor and the transferee—provide the following information, in compliance with 47 C.F.R. § 63.18:

(a) **Name and Address²**

The name, address, and telephone number of TPI are:

TELECORP PCS, INC.
1010 N. Glebe Road, Ste. 800
Arlington, VA 22201
(703) 236-1100

The name, address, and telephone number of AWS are:

AT&T WIRELESS SERVICES, INC.
7277 164th Ave., N.E.
Redmond, WA 98052
(202) 223-9222

(b) **Incorporation³**

TPI is a corporation organized under the laws of Delaware.

AWS is a corporation organized under the laws of Delaware.

(c) **Contact Information⁴**

Correspondence regarding this application should be addressed to:

Thomas Sullivan
TELECORP PCS, INC.
1010 N. Glebe Road, Ste. 800
Arlington, VA 22201
(703) 236-1100

David C. Jatlow
AT&T WIRELESS SERVICES, INC.
1150 Connecticut Ave., N.W., 4th Floor
Washington, D.C. 20036
(202) 223-9222

with a copy to:

Eric W. DeSilva

² See 47 C.F.R. § 63.18(a).

³ See 47 C.F.R. § 63.18(b).

⁴ See 47 C.F.R. § 63.18(c).

WILEY REIN & FIELDING LLP
1776 K Street, NW
Washington, DC 20006
(202) 719-3182

(d) **Other Commission Authorizations⁵**

Both TCI's parent, TPI, and a different wholly-owned subsidiary of TPI, Tritel Communications, Inc. ("Tritel"), hold Section 214 authorizations. TPI was granted Section 214 authority on November 10, 2000 (File No. ITC-214-20001019-00629). Tritel was granted Section 214 authority on November 16, 2000 (File No. ITC-214-20001016-00596). TPI and Tritel have filed applications contemporaneous with this one that seek authority to transfer control of these authorizations to AWS.

Additionally, several wholly-owned TPI subsidiaries—including TCI—hold licenses under Part 24 (Personal Communications Services) and/or Part 101 (Fixed Microwave Services) of the Commission's Rules:

<u>Licensee</u>	<u>Lead Call Sign⁶</u>
TeleCorp Holding Corp. II, L.L.C.	KNLF391
TeleCorp of Puerto Rico, Inc.	WPOK287
TeleCorp PCS, L.L.C.	KNLG376
Tritel A/B Holding Corp.	KNLG288
Tritel C/F Holding Corp.	WPOK612
Wisconsin Acquisition Corp.	KNLF581
AirCom PCS, Inc.	KNLF457
DigiCall, Inc.	KNLG908
DigiCom, Inc.	KNLG909
TeleCorp LMDS, Inc.	WPOH988
Zephyr Wireless, L.L.C.	WPQV902
TeleCorp Communications, Inc.	WPOL375
Tritel C/F Holding Corp.	WPOK659

⁵ See 47 C.F.R. § 63.18(d).

The Commission has not previously granted a Section 214 authorization to AWS for the provision of global facilities-based or global resale services, although an application for such authorization was filed on October 17, 2001. However, two wholly-owned subsidiaries of AWS do hold Section 214 authorizations. AT&T Wireless Services of San Antonio, Inc., is the transferee of an authorization initially granted to Houston MTA, L.P. (File No. ITC T/C 20000807-00470). AT&T Wireless Services of California, Inc., is the transferee of an authorization that was initially granted to GTE Wireless San Diego, LLC (File No. ITC T/C 20000802-00454).

(e) Descriptions of the Services to Be Provided⁷

TCI seeks to transfer control—from TPI to AWS—of TCI's Section 214 authorization to provide global facilities-based and global resale services. With this authorization, AWS seeks continuing authority to operate as a global facilities-based carrier pursuant to Section 63.18(e)(1) of the Commission's rules and to operate as a global resale carrier pursuant to Section 63.18(e)(2) of the Commission's rules. By the signature below, AWS certifies that it will comply with the terms and conditions contained in Sections 63.21, 63.22, and 63.23 of the Commission's rules, to the extent applicable.⁸

(f) Scope of Authorization⁹

⁶ All licenses listed here are also the subject of contemporaneously filed applications for transfer of control from TPI to AWS except for WPOK659, which is the subject of a contemporaneously filed application for transfer of control to a third party.

⁷ See 47 C.F.R. § 63.18(e).

⁸ See 47 C.F.R. §§ 63.21, 63.22, & 63.23.

⁹ See 47 C.F.R. § 63.18(f).

TCI seeks only authority to transfer control of the existing Section 214 authorization issued in TCI's name to AWS.

(g) Exclusion from Environmental Processing¹⁰

This application is categorically excluded from environmental processing under Section 1.1306 of the Commission's rules.¹¹

(h) Corporate Control¹²

By the signature below, AWS certifies that no entity directly or indirectly owns ten percent of AWS's equity, other than the following:

DCM CAPITAL USA (UK) LIMITED
Sanno Park Tower
11-1 Nagata-cho 2-chome
Chiyoda-ku, Tokyo 100-6150
Japan

DCM Capital USA owns approximately 16% of AWS' issued and outstanding shares. DCM Capital USA is a United Kingdom Limited Company that is in the business of telecommunications investments. It is a wholly-owned subsidiary of NTT DoCoMo, Inc., a Japanese telecommunications provider of the same address. NTT DoCoMo is a 61%-owned subsidiary of Nippon Telegraph and Telephone, a Japanese corporation also of the same address.

(i) Certification Regarding Foreign Carrier Status and Foreign Affiliation¹³

By the signature below, AWS certifies that it is not a foreign carrier and is not affiliated with any foreign carrier.

¹⁰ See 47 C.F.R. § 63.18(g).

¹¹ See 47 C.F.R. § 1.1306 n.1.

¹² See 47 C.F.R. § 63.18(h).

(j) Certification Regarding Destination Markets¹⁴

By the signature below, AWS certifies that (1) it is not a foreign carrier in any foreign country; (2) it does not control a foreign carrier in any foreign country; (3) no entity controlling a foreign carrier in any foreign country owns more than twenty-five percent (25%) of AWS; and (4) no foreign carriers in any foreign country (or parties that control foreign carriers in any foreign country) own, in the aggregate, more than twenty-five percent (25%) of AWS or are parties to, or the beneficiaries of, a contractual relation affecting the provision or marketing of international basic telecommunications services in the United States.

(k) Certification Regarding WTO Status, Market Power, and the Effective Competitive Opportunities Test¹⁵

As AWS has not made any affirmative certifications in response to Section 63.18(j) of the Commission's rules, AWS need not make a showing under Section 63.18(k) of the Commission's rules.

(l) Resale of International Switched Services¹⁶

As AWS has certified above that it is not a foreign carrier and is not affiliated with a foreign carrier, it need not make a showing that it would satisfy Section 63.10(a)(3) or otherwise comply with the reporting requirements of Section 43.61(c) of the Commission's Rules.¹⁷

¹³ See 47 C.F.R. § 63.18(i).

¹⁴ See 47 C.F.R. § 63.18(j).

¹⁵ See 47 C.F.R. § 63.18(k).

¹⁶ See 47 C.F.R. § 63.18(l).

¹⁷ See 47 C.F.R. §§ 63.10(a)(3), 43.61(c).

(m) Regulatory Classification¹⁸

As AWS has certified above that it is not a foreign carrier and is not affiliated with a foreign carrier, AWS requests that the Commission treat it as non-dominant for purposes of this application.

(n) Certification Regarding Special Concessions¹⁹

By the signature below, AWS certifies that it has not agreed, and will not agree in future, to accept any direct or indirect special concessions from a foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route.

(o) Certification Regarding the Anti-Drug Abuse Act of 1988²⁰

By the signature below, AWS certifies that it is not subject to a denial of federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.²¹

(p) Streamlining²²

This application qualifies for streamlined processing under the Commission's rules because AWS is not affiliated with any foreign or dominant U.S. carrier, and because AWS does not seek authority to provide switched basic service over private lines

¹⁸ See 47 C.F.R. § 63.18(m).

¹⁹ See 47 C.F.R. § 63.18(n).

²⁰ See 47 C.F.R. §§ 1.2001-1.2003, 63.18(o).

²¹ See 21 U.S.C. § 853(a).

²² See 47 C.F.R. § 63.18(p).

to any country for which the Commission has not previously authorized such service.²³

AWS therefore requests such processing.

²³ See 47 C.F.R. § 63.12.

CONCLUSION

For the reasons stated above, the Commission should expeditiously grant a transfer of control of TCI's Section 214 authorization.

Respectfully submitted,

TELECORP COMMUNICATIONS, INC.

Thomas Sullivan
President
TeleCorp Communications, Inc.

1010 N. Glebe Rd., Ste. 800
Arlington, VA 22201
(703) 236-1100

Eric W. DeSilva
WILEY REIN & FIELDING LLP
1776 K Street, NW
Washington, DC 20006
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Attorneys for TeleCorp PCS, Inc.

TELECORP PCS, INC.

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AT&T WIRELESS SERVICES, INC.



Douglas I. Brandon
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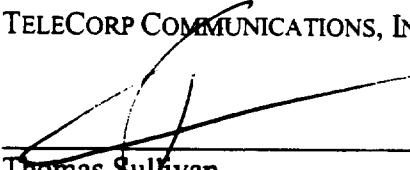
October 19, 2001

CONCLUSION

For the reasons stated above, the Commission should expeditiously grant a transfer of control of TCI's Section 214 authorization.

Respectfully submitted,

TELECORP COMMUNICATIONS, INC.



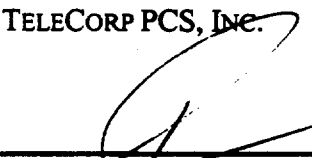
Thomas Sullivan
President
TeleCorp Communications, Inc.

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Arlington, VA 22201
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TELECORP PCS, Inc.



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(703) 236-1100

AT&T WIRELESS SERVICES, INC.

October 2001

Douglas I. Brandon
Vice President

1150 Connecticut Ave., N.W., 4th Floor
Washington, D.C. 20036
(202) 223-9222

READ INSTRUCTIONS CAREFULLY BEFORE PROCEEDING		FEDERAL COMMUNICATIONS COMMISSION REMITTANCE ADVICE		APPROVED BY OMB 5080-0600
(1) LOCKBOX # 358115		PAGE NO. <u>1</u> OF <u>1</u>		SPECIAL USE FCC USE ONLY
SECTION A - PAYER INFORMATION				
(2) PAYER NAME (If paying by credit card, enter name exactly as it appears on your card) Wiley Rein & Fielding, LLP			(3) TOTAL AMOUNT PAID (dollars and cents) \$ 815.00	
(4) STREET ADDRESS LINE NO. 1 1776 K Street, N.W.				
(5) STREET ADDRESS LINE NO. 2				
(6) CITY Washington,		(7) STATE DC		(8) ZIP CODE 20006
(9) DAYTIME TELEPHONE NUMBER (Include area code) 202-719-7000		(10) COUNTRY CODE (If not in U.S.A.)		
IF PAYER NAME AND THE APPLICANT NAME ARE DIFFERENT, COMPLETE SECTION B IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C)				
SECTION B - APPLICANT INFORMATION				
(11) APPLICANT NAME (If paying by credit card, enter name exactly as it appears on your card) TeleCorp. Communications, Inc.				
(12) STREET ADDRESS LINE NO. 1 1010 N. Glebe Road				
(13) STREET ADDRESS LINE NO. 2 Suite 800				
(14) CITY Arlington		(15) STATE VA		(16) ZIP CODE 22201
(17) DAYTIME TELEPHONE NUMBER (Include area code) 703-236-1100		(18) COUNTRY CODE (If not in U.S.A.)		
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEETS (FORM 159-C)				
SECTION C - PAYMENT INFORMATION				
(19A) FCC CALL SIGN/OTHER ID N/A	(20A) PAYMENT TYPE CODE (PTC) C U T	(21A) QUANTITY 1	(22A) FEE DUE FOR (PTC) IN BLOCK 22A \$ 815.00	FCC USE ONLY
(23A) FCC CODE 1		(24A) FCC CODE 2		
(19B) FCC CALL SIGN/OTHER ID	(20B) PAYMENT TYPE CODE (PTC)	(21B) QUANTITY	(22B) FEE DUE FOR (PTC) IN BLOCK 22B	FCC USE ONLY
(23B) FCC CODE 1		(24B) FCC CODE 2		
(19C) FCC CALL SIGN/OTHER ID	(20C) PAYMENT TYPE CODE (PTC)	(21C) QUANTITY	(22C) FEE DUE FOR (PTC) IN BLOCK 22C	FCC USE ONLY
(23C) FCC CODE 1		(24C) FCC CODE 2		
(19D) FCC CALL SIGN/OTHER ID	(20D) PAYMENT TYPE CODE (PTC)	(21D) QUANTITY	(22D) FEE DUE FOR (PTC) IN BLOCK 22D	FCC USE ONLY
(23D) FCC CODE 1		(24D) FCC CODE 2		
SECTION D - TAXPAYER INFORMATION (REQUIRED)				
(25) PAYER TIN 0 5 2 1 2 8 9 9 8 8		(26) APPLICANT TIN 0 5 2 2 1 0 5 8 0 7		
SECTION E - CERTIFICATION				
(27) CERTIFICATION STATEMENT I, <u>Eric W. DeSilva</u> , Certify under penalty of perjury that the foregoing and supporting information (PRINT NAME) are true and correct to the best of my knowledge, information and belief. SIGNATURE <i>Eric W. DeSilva</i>				
SECTION F - CREDIT CARD PAYMENT INFORMATION				
(28) <input type="checkbox"/> MASTERCARD	MASTERCARD/VISA ACCOUNT NUMBER []			EXPIRATION DATE [] [] / [] [] / [] []
(29) <input type="checkbox"/> VISA	AUTHORIZED SIGNATURE []			DATE [] [] / [] [] / [] []

This check is GREEN

WILEY REIN & FIELDING LLP

1776 K Street, N.W.
Washington, DC
Operating Account

14333

Date	Amount
10/19/2001	*****815.00

Pay Eight Hundred Fifteen and 00/100 Dollars ONLY

**To the
Order of** FCC

Bank of America, N.A.
Washington, DC

Barry L. Strauss
(Two Signatures Required For Amounts Over \$1,000.00)

⑈ 143338 ⑈ ⑆ 05400 1 204 ⑆ ⑈ 000003702987 ⑈

Attached is our check in full settlement of items shown hereon. If not correct, please return with explanation or call us at (202)719-7512.

No. 14333

Check Date 10/19/2001

FCC

Description	Date	Invoice No.	Amount of Invoice	Discount	Net
FILING FEE	10/19/2001		815.00	.00	815.00
				Total	815.00

Remittance Advice
Detach before depositing

WILEY REIN & FIELDING LLP
Operating Account



Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C.

STAMP AND RETURN

In the Matter of the Application of)
)
Tritel Communications, Inc.)
(Applicant))
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TeleCorp PCS, Inc.)
(Transferor))
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and)
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AT&T Wireless Services, Inc.)
(Transferee))
)
For Transfer of Control of Authorization)
Pursuant to Section 214 of the)
Communications Act of 1934, as Amended,)
to Provide Global Facilities-Based and)
Global Resale Services)
)

FCC/MELLON **OCT 19 2001**

File No. _____

**APPLICATION FOR TRANSFER OF CONTROL
OF SECTION 214 AUTHORIZATION**

I. BACKGROUND

Pursuant to Section 214 of the Communications Act of 1934, Tritel Communications, Inc. ("Tritel") hereby applies for authority to transfer control of a Section 214 authorization issued in Tritel's name¹ to AT&T Wireless Services, Inc. ("AWS").

¹ Authorization No. ITC-214-20001016-00596 (granted 11/10/2000).

Tritel is an indirect wholly-owned subsidiary of TeleCorp PCS, Inc. ("TPI"), a wireless telecommunications company that provides PCS service in 14 states across the country and in the Commonwealth of Puerto Rico; currently, AWS owns 23% of TPI's issued and outstanding equity. AWS is a newly independent entrant in the telecommunications marketplace, having been split off from AT&T Corp. in July 2001. It primarily provides domestic wireless voice and data services and products in the 850 megahertz and 1900 megahertz markets.

Pursuant to an Agreement and Plan of Merger dated October 7, 2001, TPI intends to sell to AWS the 77% of TPI equity shares that AWS does not already own. Tritel, as a wholly-owned subsidiary of TPI, therefore seeks approval to transfer control of its Section 214 authorization to provide global facilities-based and global resale services.

AWS intends to market intrastate, interstate, and international long-distance services to consumers seeking competitive international rates, thereby increasing the available international telecommunications choices. Grant of this Application can therefore be expected to result in more efficient and innovative international telecommunications offerings, lower prices, and better service for consumers, fostering greater competition in the market for international services.

A transfer of control of Tritel's Section 214 authorization would clearly serve the public interest. Tritel requests streamlined processing for this application.

II. COMPLIANCE WITH SECTION 63.18 OF THE COMMISSION'S RULES

In support of this transfer-of-control application, TPI and AWS—the transferor and the transferee—provide the following information, in compliance with 47 C.F.R. § 63.18:

(a) **Name and Address²**

The name, address, and telephone number of TPI are:

TELECORP PCS, INC.
1010 N. Glebe Road, Ste. 800
Arlington, VA 22201
(703) 236-1100

The name, address, and telephone number of AWS are:

AT&T WIRELESS SERVICES, INC.
7277 164th Ave., N.E.
Redmond, WA 98052
(202) 223-9222

(b) **Incorporation³**

TPI is a corporation organized under the laws of Delaware.

AWS is a corporation organized under the laws of Delaware.

(c) **Contact Information⁴**

Correspondence regarding this application should be addressed to:

Thomas Sullivan
TELECORP PCS, INC.
1010 N. Glebe Road, Ste. 800
Arlington, VA 22201
(703) 236-1100

David C. Jatlow
AT&T WIRELESS SERVICES, INC.
1150 Connecticut Ave., N.W., 4th Floor
Washington, D.C. 20036
(202) 223-9222

with a copy to:

Eric W. DeSilva

² See 47 C.F.R. § 63.18(a).

³ See 47 C.F.R. § 63.18(b).

⁴ See 47 C.F.R. § 63.18(c).

WILEY REIN & FIELDING LLP
1776 K Street, NW
Washington, DC 20006
(202) 719-3182

(d) **Other Commission Authorizations⁵**

Both Tritel's parent, TPI, and a different wholly-owned subsidiary of TPI, TeleCorp Communications, Inc. ("TCI"), hold Section 214 authorizations. TPI was granted Section 214 authority on November 10, 2000 (File No. ITC-214-20001019-00629). TCI was granted Section 214 authority on June 4, 1999 (File No. ITC-214-19990305-00237). TPI and TCI have filed applications contemporaneous with this one that seek authority to transfer control of these authorizations to AWS.

Additionally, several wholly-owned TPI subsidiaries hold licenses under Part 24 (Personal Communications Services) and/or Part 101 (Fixed Microwave Services) of the Commission's Rules:

<u>Licensee</u>	<u>Lead Call Sign⁶</u>
TeleCorp Holding Corp. II, L.L.C.	KNLF391
TeleCorp of Puerto Rico, Inc.	WPOK287
TeleCorp PCS, L.L.C.	KNLG376
Tritel A/B Holding Corp.	KNLG288
Tritel C/F Holding Corp.	WPOK612
Wisconsin Acquisition Corp.	KNLF581
AirCom PCS, Inc.	KNLF457
DigiCall, Inc.	KNLG908
DigiCom, Inc.	KNLG909
TeleCorp LMDS, Inc.	WPOH988
Zephyr Wireless, L.L.C.	WPQV902
TeleCorp Communications, Inc.	WPOL375
Tritel C/F Holding Corp.	WPOK659

⁵ See 47 C.F.R. § 63.18(d).

The Commission has not previously granted a Section 214 authorization to AWS for the provision of global facilities-based or global resale services, although an application for such authorization was filed on October 17, 2001. However, two wholly-owned subsidiaries of AWS do hold Section 214 authorizations. AT&T Wireless Services of San Antonio, Inc., is the transferee of an authorization initially granted to Houston MTA, L.P. (File No. ITC T/C 20000807-00470). AT&T Wireless Services of California, Inc., is the transferee of an authorization that was initially granted to GTE Wireless San Diego, LLC (File No. ITC T/C 20000802-00454).

(e) Descriptions of the Services to Be Provided⁷

Tritel seeks to transfer control—from TPI to AWS—of Tritel’s Section 214 authorization to provide global facilities-based and global resale services. With this authorization, AWS seeks continuing authority to operate as a global facilities-based carrier pursuant to Section 63.18(e)(1) of the Commission’s rules and to operate as a global resale carrier pursuant to Section 63.18(e)(2) of the Commission’s rules. By the signature below, AWS certifies that it will comply with the terms and conditions contained in Sections 63.21, 63.22, and 63.23 of the Commission’s rules, to the extent applicable.⁸

(f) Scope of Authorization⁹

⁶ All licenses listed here are also the subject of contemporaneously filed applications for transfer of control from TPI to AWS except for WPOK659, which is the subject of a contemporaneously filed application for transfer of control to a third party.

⁷ See 47 C.F.R. § 63.18(e).

⁸ See 47 C.F.R. §§ 63.21, 63.22, & 63.23.

⁹ See 47 C.F.R. § 63.18(f).